

**EXHIBIT 33
FILED UNDER SEAL**

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1 UNITED STATES DISTRICT COURT
2 DISTRICT OF NEVADA

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5 ORACLE USA, INC., a Colorado)
6 corporation, ORACLE AMERICA,)
7 Inc., a Delaware corporation;)
8 and ORACLE INTERNATIONAL)
9 CORPORATION, a California)
10 corporation,)
11 Plaintiffs,)
12 vs.) No. 2:10-cv-0106
13 RIMINI STREET, INC., a) LRH-PAL
14 Nevada corporation; and)
15 SETH RAVIN, an individual,)
16 Defendants.)
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18
19 VIDEOTAPED DEPOSITION OF 30(b)(6) DOUGLAS ZORN
20 OAKLAND, CALIFORNIA
21 FRIDAY, SEPTEMBER 16, 2011
22
23 REPORTED BY:
24 REBECCA L. ROMANO, CSR NO. 12546
25 PAGES 1 - 267

Veritext National Deposition & Litigation Services
866 299-5127

Transcript Redacted

1	MR. NORTON: Fred Norton of Boies Schiller & 09:33:30	1	Q. Have you had your deposition taken as a 09:34:32
2	Flexner for plaintiff, Oracle. 09:33:32	2	corporate representative before? 09:34:35
3	MR. RECKERS: Rob Reckers, Shook Hardy & 09:33:36	3	A. In all those cases. 09:34:37
4	Bacon, for the defendants. 09:33:38	4	Q. Are you familiar with the term a "30(b)(6) 09:34:39
5	MR. NORTON: Go ahead and identify yourself. 09:33:42	5	deposition"? 09:34:42
6	MS. DARROCH: I'm Kelly Darroch, TM Financial 09:33:45	6	A. I am familiar with the term. 09:34:44
7	Forensics. 09:33:46	7	Q. It's a lawyer's term. 09:34:45
8	THE VIDEOGRAPHER: Thank you. 09:33:47	8	A. I don't know exactly what it means. 09:34:45
9	Would the reporter please swear the witness. 09:33:48	9	Q. All right. Do you understand that you're 09:34:46
10	THE REPORTER: If you could raise your right 12:22:21	10	testifying today not solely in your individual 09:34:47
11	hand for me, please. 12:22:21	11	capacity, but on behalf of Rimini Street? 09:34:50
12	THE DEPONENT: (Complies.) . 12:22:21	12	A. Yes. 09:34:53
13	THE REPORTER: You do solemnly state under 12:22:21	13	Q. In your -- can you just tell me when was the 09:34:55
14	penalty of perjury that the testimony you're about to 12:22:21	14	last time you were deposed? 09:34:58
15	give in this deposition shall be the truth, the whole 12:22:21	15	A. About two or three years ago. 09:35:02
16	truth and nothing but the truth? 12:22:21	16	Q. Was that prior to the time that you joined 09:35:05
17	THE DEPONENT: Yes, I do. 12:22:21	17	Rimini Street? 09:35:07
18	THE VIDEOGRAPHER: Thank you. Please 09:34:02	18	A. It was probably both before, and the last 09:35:12
19	proceed. 09:34:02	19	time was probably when I was in my employment with 09:35:15
20	09:34:02	20	Rimini Street. 09:35:19
21	09:34:02	21	Q. What was the -- have you given deposition 09:35:23
22	09:34:02	22	testimony about any matters concerning Rimini Street 09:35:27
23	09:34:02	23	before today? 09:35:31
24	09:34:02	24	A. No. 09:35:32
25	////// 09:34:02	25	Q. What was the subject matter of your prior -- 09:35:32
		10	12
1	DOUGLAS ZORN, 09:34:02	1	your most recent deposition? 09:35:33
2	the witness, having been administered an oath by the 09:34:02	2	A. It was a lawsuit between 09:35:35
3	Court Reporter, testified as follows: 09:34:02	3	PricewaterhouseCoopers and a company called Appiant 09:35:39
4	09:34:02	4	Technologies. 09:35:42
5	EXAMINATION 09:34:02	5	Q. And were you employed by one of those two 09:35:44
6	BY MR. NORTON: 09:14:52	6	companies at the time of -- 09:35:45
7	Q. Good morning. 09:34:03	7	A. By Appiant. 09:35:48
8	A. Good morning. 09:34:03	8	Q. -- your deposition? 09:35:48
9	Q. As you heard, my name is Fred Norton, and I 09:34:04	9	I beg your pardon? 09:35:49
10	represent -- 09:34:06	10	A. By Appiant. 09:35:49
11	A. Okay. 09:34:07	11	Q. I know you have been deposed before, and so I 09:35:50
12	Q. -- Oracle. And I'll be asking you questions 09:34:07	12	assume you are somewhat familiar with the process. 09:35:53
13	for a good part of today. 09:34:10	13	A. Uh-huh. 09:35:55
14	A. Okay. 09:34:11	14	Q. I'll go over a couple of ground rules just so 09:35:56
15	Q. Just -- can we begin by just -- would you 09:34:11	15	we're -- we have the same understanding of the process. 09:35:58
16	please state your name for the record. 09:34:13	16	A. Okay. 09:36:00
17	A. It's Douglas Zorn, Z-O-R-N. 09:34:15	17	Q. As you can see, we are videotaping today's 09:36:01
18	Q. And by whom are you currently employed? 09:34:18	18	deposition, and we have a court reporter as well. 09:36:03
19	A. Rimini Street, Incorporated. 09:34:20	19	Notwithstanding the fact that there's a videotape, you 09:36:05
20	Q. And what is your position at Rimini Street? 09:34:21	20	have to give audible answers so that the court reporter 09:36:08
21	A. I'm the CFO. 09:34:23	21	can take them down. 09:36:10
22	Q. Have you had your deposition taken before? 09:34:24	22	A. Yes. 09:36:12
23	A. Yes. 09:34:27	23	Q. So a "yes" or a "no" as opposed to a shake of 09:36:12
24	Q. And how many times? 09:34:27	24	the head or -- 09:36:14
25	A. Five or six times. 09:34:30	25	A. Yes. 09:36:15

1	Q. -- nod of the head.	09:36:15	1	testifying on behalf of Rimini Street with respect to	09:38:13
2	Fine. If at any time you don't understand my	09:36:16	2	each of those topics?	09:38:17
3	question, let me know. I'll do my best to rephrase it.	09:36:19	3	A. Yes, I do.	09:38:18
4	Even when it's really obvious where I'm going -- and	09:36:22	4		
5	often it's really obvious where I'm going -- if you can	09:36:24	5		
6	let me finish my question and then give an answer.	09:36:26	6		
7	Otherwise, we talk over each other and the court	09:36:28	7		
8	reporter can't really get a clear record.	09:36:31	8		
9	So sometimes we kind of get going in a more	09:36:33	9		
10	conversational fashion and we both forget, but we need	09:36:36	10		
11	to have a clear question, complete question, complete	09:36:38	11		
12	answer for the record.	09:36:40	12		
13	Is that clear?	09:36:41	13		
14	A. Yes.	09:36:45	14		
15	Q. If you need to take any breaks throughout the	09:36:45	15		
16	day, as I said, we'll certainly go through lunch and	09:36:45	16		
17	into the afternoon, so we should take breaks when you	09:36:47	17		
18	need them.	09:36:51	18		
19	The only exception to that is if there's a	09:36:52	19		
20	question pending, then I'll expect you to answer that	09:36:53	20		
21	question before we take a break.	09:36:56	21		
22	Do you understand that?	09:36:58	22		
23	A. Yes.	09:36:59	23		
24	Q. And there's an exception to the exception,	09:36:59	24		
25	which is if you feel like you are not able to answer my	09:37:01	25		

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1	question because you think that it might implicate an	09:37:04	1		
2	attorney-client privilege, then we can stop. You can	09:37:06	2		
3	ask Mr. Reckers for advice about how to answer, and we	09:37:09	3		
4	can come back and resolve the issue.	09:37:12	4		
5	Okay?	09:37:14	5		
6	A. Okay.	09:37:15	6		
7	MR. NORTON: All right. Let's mark our first	09:37:15	7		
8	exhibit of the day, Exhibit 417.	09:37:18	8		
9	(Whereupon, Exhibit 417 was marked for	09:37:20	9		
10	identification.)	09:37:21	10		
11	Q. (By Mr. Norton) Have you seen Exhibit 417	09:37:42	11		
12	before?	09:37:44	12		
13	A. Yes, I have.	09:37:45	13		
14	Q. And what do you understand that to be?	09:37:45	14		
15	A. This is the substance of which I'm going to	09:37:47	15		
16	be testifying to here in this deposition.	09:37:49	16		
17	Q. Okay. So if we turn to -- there's a -- the	09:37:53	17		
18	third page of the document, which bears at the top,	09:37:57	18		
19	"Schedule A."	09:38:00	19		
20	A. Yes.	09:38:01	20		
21	Q. And there are four topics listed under the	09:38:01	21		
22	heading "Topics."	09:38:08	22		
23	And you reviewed all those?	09:38:08	23		
24	A. Yes, I did.	09:38:11	24		
25	Q. Okay. And do you understand that you are	09:38:12	25		

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Q. Okay. You used the term "shelfware." 02:36:10
Can you just define what you mean by the term 02:36:13
"shelfware." 02:36:14
A. That's when a client buys software and some 02:36:16
portion of the software they are not using; they 02:36:18
haven't installed it. 02:36:20

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1 STATE OF CALIFORNIA) ss:
2 COUNTY OF CONTRA COSTA)

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4 I, Rebecca L. Romano, CSR. 12546, do hereby
5 certify:

6 That the foregoing deposition testimony was taken
7 before me at the time and place therein set forth and at
8 which time the witness was administered the oath;

9 That the testimony of the witness and all
10 objections made by counsel at the time of the
11 examination were recorded stenographically by me, and
12 were thereafter transcribed under my direction and
13 supervision, and that the foregoing pages contain a
14 full, true and accurate record of all proceedings and
15 testimony to the best of my skill and ability.

16 I further certify that I am neither counsel for any
17 party to said action, nor am I related to any party to
18 said action, nor am I in any way interested in the
19 outcome thereof.

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Rebecca L. Romano, CSR. No 12546